



Signed and Filed: August 11, 2020

DENNIS MONTALI  
U.S. Bankruptcy Judge

WEIL, GOTSHAL & MANGES LLP  
Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Richard Slack (*pro hac vice*)  
(richard.slack@weil.com)  
Theodore Tsekerides (*pro hac vice*)  
(theodore.tsekerides@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP  
Tobias S. Keller (#151445)  
(tkeller@kbbkllp.com)  
Peter J. Benvenutti (#60566)  
(pbenvenutti@kbbkllp.com)  
Jane Kim (#298192)  
(jkim@kbbkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Attorneys for Debtors and Reorganized Debtors*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re:

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Case No. 19-30088 (DM)  
Chapter 11  
(Lead Case)  
(Jointly Administered)

**ORDER REGARDING  
SCHEDULING WITH RESPECT  
TO ELLIOTT MANAGEMENT  
CORPORATION MOTION FOR  
ALLOWANCE AND PAYMENT  
OF ADMINISTRATIVE EXPENSE  
CLAIM AND RELATED  
JOINDERS**

**Related Docket Nos.: 8536, 8663,  
8704**

Upon the *Motion of Elliott Management Corporation for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief from the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(b)*, dated July 24, 2020 [Docket No. 8536] (the “**Motion**”), filed by Elliott Management Company (“**Elliott**”), the *Joinder in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim*, dated August 4, 2020 [Dkt. No. 8663], filed by Canyon Capital Advisors LLC, Citadel Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C., Sculptor Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor SC II, LP, and Värde Partners, Inc. on behalf of themselves, and/or certain funds and accounts managed, advised, or sub-advised by them (collectively, the “**Additional RSA Noteholders**”), and the *Joinder of Pacific Investment Management Company LLC in the Pending Elliott Motion and Pending Allowance and Payment of Administrative Claim*, dated August 7, 2020 [Dkt. No. 8704], filed by Pacific Investment Management Company LLC, as investment adviser or manager for certain funds and accounts that were Consenting Noteholders (“**PIMCO**”) (Dkt. Nos. 8663 and 8704 together, the “**Joinders**”); and the Court having issued a Docket Text Order on July 30, 2020, which, among other things, set a scheduling conference on the Motion and ordered counsel for PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Reorganized Debtors**”) and counsel for Elliott to meet and confer regarding the scheduling of briefing, discovery, and other related issues pertaining to the Motion; and the Court having held a status conference on August 7, 2020, regarding scheduling and other issues pertaining to the Motion and the Joinders, and with good cause appearing,

**IT IS HEREBY ORDERED THAT:**

1. Any Consenting Noteholder (as that term is defined in the Restructuring Support Agreement dated January 22, 2020 between the Debtors and certain of the company’s noteholders (the “**Noteholder RSA**”)) as to which Section 3(a)(iv) of the Noteholder RSA is applicable, other than Elliott, the Additional RSA Noteholders, and PIMCO, all of which shall be deemed movants

with respect to the Motion, that wishes to join in the Motion and the Joinders and seek relief must file and serve a joinder to the Motion or similar pleading (any such joinders or pleadings, the “**Additional Joinders**”, and any Consenting Noteholders filing such joinders, together with Elliott, the Additional RSA Noteholders, and PIMCO, the “**Consenting Noteholder Claimants**”) no later than 4:00 p.m. (Prevailing Pacific Time) on the date that is seven (7) days following the date of the entry of this Order.

2. The Court shall first hear an opposition to the Motion by the Reorganized Debtors raising defenses directed to the face of the Motion (including the Joinders and any Additional Joinders) based on facts set forth in the Motion, the Joinders, and any Additional Joinders, or otherwise not in dispute, and applicable law (the “**Initial Opposition**”). In that regard, the Court sets the following schedule:

a. No later than **4:00 p.m. (Prevailing Pacific Time) on August 26, 2020** (the “**Initial Opposition Deadline**”), the Reorganized Debtors shall file and serve on the attorneys for the Consenting Noteholder Claimants the Initial Opposition. Any arguments, opposition, objections or defenses of the Reorganized Debtors that are not asserted in the Initial Opposition are expressly preserved and may be raised at a later time in the proceedings with respect to the Motion, the Joinders, and any Additional Joinders. The Court, *sua sponte* or upon request of the Reorganized Debtors, may extend the Initial Opposition Deadline (and any corresponding schedule date herein) to the extent any issues or arguments are raised for the first time in any Additional Joinders beyond what is set forth in the Motion and the Joinders.

b. No later than **4:00 p.m. (Prevailing Pacific Time) on September 14, 2020**, the Consenting Noteholder Claimants shall submit responses to the Initial Opposition (the “**CNC Responses**”), which responses shall address only matters raised in the Initial Opposition. The Consenting Noteholder Claimants shall confer in advance of filing any such CNC Responses in order to avoid duplicative and repetitive arguments between and among their responsive filings.

c. No later than **4:00 p.m. (Prevailing Pacific Time) on September 25, 2020**, the Reorganized Debtors shall submit a reply in further support of their Initial Opposition, which reply shall address only matters raised in the Initial Opposition and the CNC Responses.

1 d. The Court shall hear oral argument on the Initial Opposition at the omnibus  
2 hearing to be held on **October 13, 2020 at 10:00 a.m. (Prevailing Pacific Time)**.

3 3. All parties reserve their rights with respect to discovery on any issues raised by the  
4 Initial Opposition, but no discovery will occur before the Court resolves the Initial Opposition unless  
5 the parties mutually agree or the Court orders that discovery on any issues raised by the Initial  
6 Opposition may take place. The parties shall meet and confer with respect to any discovery that may  
7 be sought in connection with the Initial Opposition. Any disputes regarding the propriety and scope  
8 of any such discovery shall be resolved in accordance with the relevant rules and orders of this  
9 Court.

10 4. Nothing herein shall be construed as a waiver by the Debtors, the Reorganized  
11 Debtors, or any Consenting Noteholder Claimant of any claims, defenses, or arguments that are the  
12 subject of the Motion, the Joinders, or any Additional Joinders.

13 *[Remainder of page intentionally left blank]*  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

1 **CONSENTED TO BY THE UNDERSIGNED ATTORNEYS FOR THE PARTIES:**

2 Dated: August 11, 2020

Dated: August 11, 2020

3 WEIL GOTSHAL & MANGES LLP

ROPES & GRAY LLP

4  
5 /s/ Richard W. Slack

Richard W. Slack

/s/ Rocky C. Tsai

Rocky C. Tsai

6 *Attorneys for the Debtors and Reorganized*  
7 *Debtors*

*Attorneys for Elliott Management Company*

8  
9 Dated: August 11, 2020

Dated: August 11, 2020

10 WILMER CUTLER PICKERING  
11 HALE & DORR LLP

HOGAN LOVELLS US LLP

12 /s/ Philip D. Anker

13 Philip D. Anker

/s/ David P. Simonds

David P. Simonds

Michael C. Hefter

14 *Attorneys for Canyon Capital Advisors LLC,*  
15 *Citadel Advisors LLC, Davidson Kempner*  
16 *Capital Management LP, Farallon Capital*  
17 *Management, L.L.C., Sculptor Master Fund,*  
18 *Ltd., Sculptor Enhanced Master Fund, Ltd.,*  
*Sculptor Credit Opportunities Master Fund,*  
*Ltd., Sculptor GC Opportunities Master Fund,*  
*Ltd., Sculptor SC II, LP, and Värde Partners,*  
*Inc.*

*Attorneys for Pacific Investment Management*  
*Company LLC, as investment adviser or*  
*manager for certain funds and accounts that*  
*were Consenting Noteholders*

19 \*\*\*\*\*END OF ORDER\*\*\*\*\*  
20  
21  
22  
23  
24  
25  
26  
27  
28